

# CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

45 CARDINAL DRIVE

WESTFIELD, N J 07090-1099 U S A

TELEPHONE  
(908) 233-0700

TELEFAX (908) 233-1070

TELEX 219258

July 25, 1996

Surface Transportation Board  
Department of Transportation  
12th Street and Constitution Avenue  
Washington, D.C. 20423

RECORDATION NO 20196 FILED 1425

JUL 25 1996 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

JUL 29 10 55 AM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Gentlemen:

I have enclosed one original and one counterpart of the primary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code.

The enclosed document is a **Memorandum of Lease**, a primary document, dated as of June 21, 1996 (the "Memorandum"), between Connell Finance Company, Inc., a New Jersey corporation, as Lessor ("Lessor"), and Union Pacific Railroad Company, a Utah corporation, as Lessee ("Lessee").

The names and addresses of the parties to the document are as follows:

**Lessor:** Connell Finance Company, Inc.  
45 Cardinal Drive  
Westfield, New Jersey 07090-1099

**Lessee:** Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

A description of the equipment covered by the document follows:

Twenty (20) GP 39-2, 2300 h.p. locomotives manufactured by General Motors Electromotive Division, with road numbers UP 350 through 369, each inclusive.

A check in the amount of \$21.00 is enclosed to cover the fee for filing the Memorandum. Please return the counterpart of the Memorandum and the extra copy of this letter, time and date stamped as to filing and return any extra copies of the Memorandum or this letter not needed by the Commission for recordation to Richard E.

96-0281M.DOC

Bartok, Assistant General Counsel, Connell Finance Company, Inc., 45 Cardinal Drive, Westfield, New Jersey 07090-1099.

A short summary of the document follows:

1. A Memorandum of Lease dated as of June 21, 1996 between Connell Finance Company, Inc., as Lessor, 45 Cardinal Drive, Westfield, New Jersey 07090-1099, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, Nebraska 68179, covering the lease of twenty (20) GP 39-2, 2300 h.p. locomotives manufactured by General Motors Electromotive Division from Lessor to Lessee.

If you have any questions please do not hesitate to call the undersigned.

Sincerely,

**CONNELL FINANCE COMPANY, INC.**

A handwritten signature in black ink, appearing to read 'R. E. Bartok', written in a cursive style.

Richard E. Bartok  
Assistant General Counsel

Enc.

RECORDATION NO. 20196 FILED 1425  
JUL 27 1996 11:30 AM

## MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

This MEMORANDUM OF LEASE, dated as of June 21, 1996, is between Connell Finance Company, Inc., a New Jersey corporation ("Lessor"), and Union Pacific Railroad Company, a Utah corporation ("Lessee").

1. Lessor hereby leases to Lessee twenty (20) GP 39-2, 2300 h.p. locomotives manufactured by General Motors Electromotive Division, with road numbers UP 350 through 369, each inclusive (the "Units"). The term of this lease as to each Unit commences on July 1, 1996 and terminates on July 7, 2006, unless earlier terminated pursuant to the provisions of the Lease of Railroad Equipment dated as of June 21, 1996 and as amended as of July 8, 1996, between Lessor and Lessee (the "Lease").

2. Lessee shall pay rent for the Units as set forth in the Lease.

3. This Memorandum of Lease is a summary of, and in all respects is subject to, the terms of the Lease.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Lease to be duly executed.

LESSOR:

**CONNELL FINANCE COMPANY, INC.**

By: Joseph E. Marioni  
Printed Name: Joseph E. MARIONI  
Title: Executive Vice President  
Dated: 7/19/1996

LESSEE:

**UNION PACIFIC RAILROAD COMPANY**

By: Charles R. Eisele  
Printed Name: Charles R Eisele  
Title: Vice President-Purchasing  
Dated: 7/16/96

STATE OF NEW JERSEY )  
COUNTY OF UNION ) ss:

On this 19<sup>th</sup> day of July, 1996, before me personally appeared Joseph E. Mariani, to me personally known, who being by me duly sworn, says that he is the Ex V. President of Connell Finance Company, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Kulinich  
Notary Public

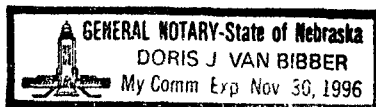
NOTARIAL SEAL

My Commission Expires: 9/30/97

KAREN KULINICH  
NOTARY PUBLIC OF NEW JERSEY  
Registered in Middlesex & Union Counties  
My Commission Expires Sept 30, 1997

STATE OF Nebraska )  
COUNTY OF Douglas ) ss:

On this 16<sup>th</sup> day of July, 1996, before me personally appeared Charles R. Eisele, to me personally known, who being by me duly sworn, says that he is the VP-Purchasing of Union Pacific Railroad Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



NOTARIAL SEAL

Doris J. Van Bibber  
Notary Public

My Commission Expires:

Nov - 30, 1996